

EXHIBIT 11

**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF INCORPORATION
OF
LORAL SPACECOM CORPORATION**

Loral SpaceCom Corporation, a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

1. The name of the Corporation is Loral SpaceCom Corporation.
[The name under which the Corporation was originally incorporated was _____.]

2. The original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on [_____].

3. On July 15, 2003, the Corporation and certain of its affiliates filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") (Lead Case No. 03-41710 (RDD)). This Certificate of Amendment to Certificate of Incorporation amends the original Certificate of Incorporation of the Corporation, as amended to date (the "Certificate of Incorporation"), and has been duly adopted in accordance with Sections 242 and 303 of the General Corporation Law of the State of Delaware (the "DGCL"), pursuant to the authority granted to the Corporation under Section 303 of the DGCL to put into effect and carry out the Fourth Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code of the Corporation, *et al.*, as confirmed on July 13, 2005 by order (the "Order") of the Bankruptcy Court. Provision for amending the Certificate of Incorporation is contained in the Order of the Bankruptcy Court having jurisdiction under the Bankruptcy Code for the reorganization of the Corporation.

4. [Section 4] of the Certificate of Incorporation is hereby amended by adding the following new sentence after the last sentence of such Section:

"The Corporation shall not issue non-voting equity securities within the meaning of section 1123 of chapter 11 of title 11 of the United States Code."

[REMAINDER OF PAGE LEFT INTENTIONALLY BLANK]

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Amendment to Certificate of Incorporation on this _____ day of _____, 2005.

Name:
Title: